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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.,

Debtors.¹

Chapter 11

Case No.: 21-12075 (DSJ)

(Jointly Administered)

**NOTICE OF FILING OF (I) FURTHER REVISED STALKING HORSE
PURCHASE AGREEMENTS AND (II) FURTHER REVISED PROPOSED SALE
ORDER IN CONNECTION WITH THE DEBTORS' PROPOSED SALE**

PLEASE TAKE NOTICE that on March 11, 2022, the Debtors filed the *Notice of Filing of Revised Stalking Horse Purchase Agreement and (II) Revised Proposed Sale in Connection with the Debtors' Proposed Sale* [Docket No. 159] (the "Notice of Filing of Revised Sale Documents").²

PLEASE TAKE FURTHER NOTICE that attached hereto are copies of the following documents, in substantially final form, relating to the Proposed Sale:

- **Exhibit A-1:** the further revised form of the Purchase Agreement relating to Debtor MSN 067 Owner (the "MSN 067 Purchase Agreement");
- **Exhibit A-2:** the further revised form of the Purchase Agreement relating to Debtor MSN 173 Owner (the "MSN 173 Purchase Agreement" and,

¹ The Debtors in these Chapter 11 Cases are: JPA No. 111 Co., Ltd. and JPA No. 49 Co., Ltd. The Debtors' corporate address is: Kasumigaseki Common Gate West Tower, 3-2-1 Kasumigaseki, Chiyoda-Ku, Tokyo 100-0013.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Notice of Filing of Revised Sale Documents.

together with the MSN 067 Purchase Agreement, the “Further Revised Stalking Horse Purchase Agreements”);

- **Exhibit B**: a redline of the MSN 173 Purchase Agreement showing changes from the form of the Stalking Horse Purchase Agreement attached as Exhibit A to the Notice of Filing of Revised Documents;³
- **Exhibit C**: the further revised proposed form of order approving the Proposed Sale (the “Further Revised Proposed Sale Order”); and
- **Exhibit D**: a redline of the Further Revised Proposed Sale Order showing changes from the form of proposed sale order attached as Exhibit C to the Notice of Filing of Revised Documents.⁴

PLEASE TAKE FURTHER NOTICE that as part of a comprehensive resolution and settlement, the Debtors, certain of the Debtors’ affiliates, FitzWalter, the Intermediate Lessors, and the Proposed Purchaser have entered into that certain Settlement Addendum, dated March 25, 2022, a copy of which is attached hereto as **Exhibit E** (the “Settlement Addendum”) and which will be attached to the Sale Order.

Dated: March 25, 2022
New York, New York

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.
Debtors and Debtors in Possession
By their Counsel
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Kyle J. Ortiz
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³ The form of the MSN 067 Stalking Horse Purchase Agreement and the MSN 173 Stalking Horse Purchase Agreement are substantially identical.

⁴ The substantially final forms of the Further Revised Stalking Horse Purchase Agreements (as defined below) may be further revised as a result of ongoing negotiations. As such, the parties reserve the right to modify the Further Revised Stalking Horse Purchase Agreements consistent with paragraph 31 of the Further Revised Proposed Sale Order.